

10276/B  
RECORDATION NO. Filed 1425

APR 12 1979 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT OF SUBORDINATION is made March 27, 1979 between Atlantic and Western Railway Company (Lessee), and Atlantic & Western Financial Corporation (Lessor).

Whereas, by a Lease Agreement dated March 20, 1979 Lessor leased to Lessee 25 XF boxcars (ATW1,000-1,024).

And Whereas, Lessor desires to induce Marine Midland Bank (Bank) to extend credit to Lessor secured by Chattel Mortgage and Security Agreement on the above described boxcars.

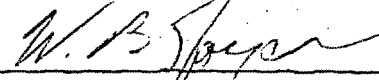
And Whereas, the parties desire to subordinate the aforementioned lease in order to induce the Bank to extend credit and financial accommodation to Lessor. Now, therefore, it is agreed that Lessor may execute to Bank a Chattel Mortgage and Security Agreement on said boxcars to secure a Promissory Note given by Lessor to Bank and that the lease between the parties hereto dated March 20, 1979 shall be subject and subordinate to said Chattel Mortgage and Security Agreement.

But it is expressly understood and agreed that except for such subordination said lease between Lessor and Lessee shall be and remain in full force and effect.

IN TESTIMONY WHEREOF, Atlantic and Western Railway Company, a North Carolina corporation, has caused this instrument to be executed in its corporate name by its Vice-President, attested by its Secretary, and its corporate seal to be hereto affixed, all by authority of its Board of Directors duly given, the day and year first above written.

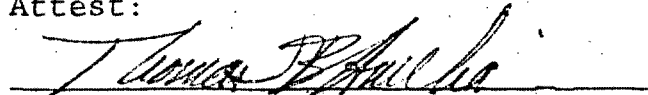
ATLANTIC AND WESTERN RAILWAY COMPANY

By



Vice-President

Attest:



Assistant Secretary

NORTH CAROLINA  
LEE COUNTY

I, Virginia Harrington, a Notary Public, do hereby certify that W. B. Joyce personally came before me this day and acknowledged that he is Vice-President of Atlantic and Western Railway Company, a North Carolina corporation, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said company and that said writing was signed and sealed by him in behalf of said corporation by its authority duly given. And the said W. B. Joyce acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 27th day of March, 1979.

Virginia Harrington  
Notary Public

My Commission Expires:

Nov. 21, 1979